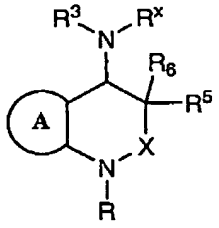
IN THE CLAIMS:

Please cancel claims 1-24, and add new claims 25-44.

This listing of claims will replace all prior versions, and listings, of claims in the application:

Claims 1-24. (canceled)

25. (new) A compound represented by the following structural formula:



;

or a pharmaceutically acceptable salt thereof, wherein:

Ring A is an optionally substituted monocyclic aromatic ring;

R is $-X_1-R^1$;

R^x is $-X_2-R^4$, and R^3 is an optionally substituted aromatic group; or

$-NR^xR^3$, taken together, is an optionally substituted non-aromatic nitrogen containing heterocyclic group;

X is -C(O)- or $-C(R^2)_2-$;

X_1 and X_2 are each independently a bond, S(O), $S(O)_2$, C(O) or C(O)NH;

R^1 is H or an optionally substituted, cycloaliphatic group, aromatic group or non-aromatic heterocyclic group;

provided that when X_1 is a bond, SO or SO_2, then R^1 is not H;

each R^2 is independently H, $-X_4-R^8$ or an optionally substituted, aliphatic group, cycloaliphatic group, aromatic group or non-aromatic heterocyclic group;

R^4 is H, $-X_6-R^{10}$ or an optionally substituted, aliphatic group, cycloaliphatic group, aromatic group or non-aromatic heterocyclic group;

provided that when X_2 is a bond, SO or SO_2, then R^4 is not H;

X_4 and X_6 are each independently a straight or branched hydrocarbyl group optionally substituted with one or more groups selected from the group consisting of halo, -OH, =O, C_1-C_3 alkoxy, nitro and cyano;

R^5 and R^6 are each independently H or C_1-C_3 alkyl; and

R^8 and R^{10} are each independently H, -C(O)OR' or an optionally substituted, cycloaliphatic group, aromatic group or non-aromatic heterocyclic group;

where,

the optional substituents on the aliphatic group, the cycloaliphatic group or the non-aromatic heterocyclic group are one to three groups each independently selected from the group consisting of halo, R^{11}, =O, =S, =NNHR*, =NN(R*)$_2$, =NNHC(O)R*, =NNHCO$_2$(alkyl), =NNHSO$_2$ (alkyl) and =NR*;

the optional substituents on unsaturated carbon atoms of the aromatic group is R^{11};

the optional substituents on a nitrogen atom of the aromatic group or the nitrogen atom of the non-aromatic nitrogen containing heterocyclic group are one to three groups each independently selected from the group consisting of R^+, -N(R^+)$_2$, -C(O)R^+, -CO$_2$ R^+, -C(O)C(O)R^+, -C(O)CH$_2$C(O)R^+, -SO$_2$ R^+, -SO$_2$ N(R^+)$_2$, -C(=S)N(R^+)$_2$, -C(=NH)-N(R^+)$_2$ and -NR^+ SO$_2$$R^+$;

R^{11} is one to four substituents each independently selected from the group consisting of halo, R°, -OH, -OR°, -SH, -SR°, 1,2-methylenedioxy, 1,2-ethylenedioxy, protected -OH, phenyl, [R^{12}]-phenyl, -O(phenyl), -O([R^{12}]-phenyl), -CH$_2$(phenyl), -CH$_2$([R^{12}]-phenyl), -CH$_2$CH$_2$(phenyl), -CH$_2$CH$_2$([R^{12}]-phenyl), -NO$_2$, -CN, -N(R')$_2$, -NR'CO$_2$R°, -NR'C(O)R°, -NR'NR'C(O)R°, -N(R')C(O)N(R')$_2$, -NR'NR'C(O)N(R')$_2$, -NR'NR'CO$_2$R°, -C(O)C(O)R°, -C(O)CH$_2$C(O)R', -CO$_2$R', -C(O)R°, -C(O)N(R')$_2$, -OC(O)N(R')$_2$, -S(O)$_2$R°, -SO$_2$N(R')$_2$, -S(O)R', -NR'SO$_2$N(R')$_2$, -NR'SO$_2$R°, -C(=S)N(R')$_2$, -(CH$_2$)$_y$N(R')$_2$, -C(=NH)-N(R')$_2$, -(CH$_2$)$_y$C(O)N(R')$_2$, -(CH$_2$)$_y$NHC(O)R' or -(CH$_2$)$_y$NHC(O)CH(V-R')(R');

R' is H, R°, -CO$_2$R°, -SO$_2$R° or -C(O)R°;

y is 0-6;

V is C_1-C_6 alkylene;

each R* is independently H, an aliphatic group or an aliphatic group substituted with R^{12};

R^+ is H, phenyl, [R^{12}]-phenyl, -O(phenyl), -O([R^{12}]-phenyl), -CH$_2$(phenyl), -CH$_2$([R^{12}]-phenyl), a heteroaryl group, a non-aromatic heterocyclic group, an aliphatic group or an aliphatic group substituted with R^{12};

R° is an aliphatic group, a cycloaliphatic group, an aromatic group, an aralkyl group or a non-aromatic heterocyclic group, each group being optionally substituted with R^{12};

R^{12} is one to four substituents each independently selected from the group consisting of halo, C_1-C_6 alkyl, (halo)$_r$$C_1$-$C_6$ alkyl, C_3-C_8 cycloalkyl, (halo)$_r$$C_3$-$C_8$ cycloalkyl, -CN, -CF$_3$, -CHF$_2$, -CH$_2$F, -OCF$_3$, -OCHF$_2$, -OCH$_2$F, -OR', -OR^{13}C(O)R', -C(O)OR', -C(O)N(R^{16})$_2$, -N(R^{16})$_2$, -NO$_2$, -NR^{16}C(O)R', -NR^{16}C(O)OR', -NR^{16}C(O)N(R^{16})$_2$, -NR^{16}SO$_2$R^{17}, -S(O)$_q$R^{17}, -R^{13}NR^{16}C(O)R', -R^{13}C(O)R', -R^{13}NR^{16}C(O)OR', tetrazolyl, imidazolyl or oxadiazolyl;

R^{13} is C_1-C_6 alkyl or C_3-C_8 cycloalkyl;

each R^{16} is independently R' or benzyl;

R^{17} is R^{13} or $-CF_3$;

q is 0-2; and

r is 1-3;

provided that the compound is not 2-methyl-N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(2-methyl-1-oxobutyl)-4-quinolinyl]-butamide; N-(1-Acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-heptamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(1-oxo-3-phenylpropyl)-4-quinolinyl]- benzenepropanamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(3-nitrobenzoyl)-4-quinolinyl]- hexanamide; N-[1,1'-biphenyl]-3-yl-N-[1,2,3,4-tetrahydro-1-(4-methoxybenzoyl)-2-methyl-4-quinolinyl]-acetamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-(4-nitrophenyl)- heptanamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-(4-methoxyphenyl)-2-methyl- propanamide; N-[1-(4-fluorobenzoyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl- butanamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(3-methoxybenzoyl)-2-methyl-4-quinolinyl]-pentanamide; 2-ethyl-N-[1-(2-ethyl-1-oxobutyl)-1,2,3,4-tetrahydro-2,8-dimethyl-4-quinolinyl]-N-(2-methylphenyl)-butanamide; N-[1-[(4-fluorophenyl)acetyl]-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl- propanamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(4-nitrobenzoyl)-4-quinolinyl]-octanamide; N-cyclohexyl-4-[(cyclohexylamino)carbonyl]phenylamino]-3,4-dihydro-2-methyl-1(2H)-quinolinecarboxamide; N-[1-(4-ethylbenzoyl)-1,2,3,4-tetrahydro-2,8-dimethyl-4-quinolinyl]-N-(2-methylphenyl)-3-(4-nitrophenyl)- 2-propenamide; 3-(4-methoxyphenyl)-N-phenyl-N-[1,2,3,4-tetrahydro-1-[3-(4-methoxyphenyl)-1-oxo-2-propenyl]-2-methyl-4-quinolinyl]-2-propenamide; 4-[(ethoxyoxoacetyl)phenylamino]-3,4-dihydro-2-methyl-∀-oxo-ethyl ester-1(2H)-quinolineacetic acid; N-[1-(3-cyclohexyl-1-oxopropyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-cyclohexanepropanamide; 4-(acetylphenylamino)-3,4-dihydro-2-methyl-gamma-oxo-1(2H)-quinolinepentanoic acid; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-2,2-dimethyl-N-phenyl- propanamide; N-(1-benzoyl-6-bromo-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-pentanamide; N-[1-(2-furanylcarbonyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-acetamide; 2-methyl-N-phenyl-N-[1,2,3,4-tetrahydro-1-(3-methoxybenzoyl)-2-methyl-4-quinolinyl]- propanamide; N-[1-[(1,3-dihydro-1,3-dioxo-2H-isoindol-2-yl)acetyl]-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-acetamide; 2,2,2-trifluoro-N-phenyl-N-[1,2,3,4-tetrahydro-1-(3-methoxybenzoyl)-2-methyl-4-quinolinyl]- acetamide; 2-ethyl-N-[1-(2-ethyl-1-oxobutyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl- butanamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-(3-methoxyphenyl)- acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(1-oxohexyl)-4-quinolinyl]- acetamide; N-(1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-2-thiophenecarboxamide; N-[1-(2-fluorobenzoyl)-1,2,3,4-

tetrahydro-2-methyl-4-quinolinyl]-N-phenyl- hexanamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(4-methoxybenzoyl)-2-methyl-4-quinolinyl]- hexanamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(4-methoxybenzoyl)-2-methyl-4-quinolinyl]- hexanamide; N-[1-(cyclopropylcarbonyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl- cyclopropanecarboxamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-(4-methylphenyl)- acetamide; 2-methyl-N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(2-methyl-1-oxopropyl)-4-quinolinyl]- propanamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(4-methoxybenzoyl)-2-methyl-4-quinolinyl]- 2-thiophenecarboxamide; 1-(3,5-dinitrobenzoyl)-N-formyl-1,2,3,4-tetrahydro-2-methyl-N-phenyl-4-quinolinamine; N-[1-(4-chloro-3-nitrobenzoyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl- acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(3-nitrobenzoyl)-4-quinolinyl]-acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(3-methoxybenzoyl)-2-methyl-4-quinolinyl]- hexanamide; N-[1-(2-furanylcarbonyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-2-furancarboxamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(1-oxopropyl)-4-quinolinyl]-acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-[3-(4-methoxyphenyl)-1-oxo-2-propenyl]-2-methyl-4-quinolinyl]-acetamide; 3-(2-furanyl)-N-[1-[3-(2-furanyl)-1-oxo-2-propenyl]-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-2-propenamide; N-[1-[2-(1,3-dihydro-1,3-dioxo-2H-isoindol-2-yl)-1-oxo-3-phenylpropyl]-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-octanamide; N-[1-(3-chlorobenzoyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-acetamide; Relative stereochemistry N-phenyl-N-[(2R,4S)-1,2,3,4-tetrahydro-2-methyl-1-(1-oxopropyl)-4-quinolinyl]- acetamide; Relative stereochemistry N-[(2R,4S)-1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-2-methyl-N-phenyl-propanamide; Relative stereochemistry N-[(2R,4S)-1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-hexanamide; Relative stereochemistry N-[(2R,4S)-1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-propanamide; Relative stereochemistry N-[(2R,4S)-1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-heptanamide; Relative stereochemistry N-[(2R,4S)-1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-2,2-dimethyl-N-phenyl-propanamide; N-[1-(3-fluorobenzoyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-acetamide; N-[1-[4-(1,1-dimethylethyl)benzoyl]-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl- acetamide; N-(1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-2-methyl-N-phenyl-propanamide; 2,2,2-trifluoro-N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(trifluoroacetyl)-4-quinolinyl]- acetamide; Relative stereochemistry N-[(2R,4S)-1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-2,2-dimethyl-N-phenyl-propanamide; Relative stereochemistry N-[(2R,4S)-1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-butanamide; Relative stereochemistry N-[(2R,4S)-1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-acetamide; Relative stereochemistry N-phenyl-N-[(2R,4S)-1,2,3,4-tetrahydro-2-methyl-1-(1-oxoheptyl)-4-quinolinyl]-acetamide; Relative stereochemistry N-phenyl-N-[(2R,4S)-1,2,3,4-tetrahydro-2-methyl-1-(1-

oxohexyl)-4-quinolinyl]-acetamide; Relative stereochemistry N-[(2R,4S)-1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-pentanamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(1-oxo-3-phenyl-2-propenyl)-4-quinolinyl]-acetamide; Relative stereochemistry N-[(2R,4S)-1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-heptanamide; Relative stereochemistry N-[(2R,4S)-1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-acetamide; Relative stereochemistry N-[(2R,4S)-1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-pentanamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(tricyclo[3.3.1.13,7]dec-1-ylcarbonyl)-4-quinolinyl]-acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(1-oxopropyl)-4-quinolinyl]- propanamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(2-thienylcarbonyl)-4-quinolinyl]- acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(4-methoxybenzoyl)-2-methyl-4-quinolinyl]- 2-furancarboxamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(4-methoxybenzoyl)-2-methyl-4-quinolinyl]- acetamide; N-[1-(3,5-dinitrobenzoyl)-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl]-N-phenyl-acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(4-nitrobenzoyl)-4-quinolinyl]-acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(2-iodobenzoyl)-2-methyl-4-quinolinyl]-acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(2-methyl-1-oxopropyl)-4-quinolinyl]-acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-[(4-methylphenyl)sulfonyl]-4-quinolinyl]- acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-[(4-nitrophenyl)methyl]-4-quinolinyl]- acetamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(3-methoxybenzoyl)-2-methyl-4-quinolinyl]- acetamide; N-(1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl- butanamide; N-phenyl-N-[1,2,3,4-tetrahydro-2-methyl-1-(1-oxobutyl)-4-quinolinyl]- acetamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-hexanamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-pentanamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-propanamide; 1-benzoyl-1,2,3,4-tetrahydro-4-(N-phenylacetamido)quinaldine; N-(1-acetyl-6-bromo-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-acetamide; N-(1-acetyl-1,2,3,4-tetrahydro-2-methyl-6-nitro-4-quinolyl)-acetanilide; N-(1-acetyl-6-chloro-1,2,3,4-tetrahydro-2-methyl-4-quinolyl)-acetanilide; N-(1-acetyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-acetamide; N-(1-benzoyl-6-bromo-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-acetamide; N-(1-benzoyl-6-chloro-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl-acetamide; N-(1-benzoyl-1,2,3,4-tetrahydro-2-methyl-4-quinolinyl)-N-phenyl- butanamide; N-phenyl-N-[1,2,3,4-tetrahydro-1-(3-fluorobenzoyl)-2-methyl-4-quinolinyl]-hexanamide ; N-[1-(3-chloro-benzoyl)-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl]-N-phenyl-acetamide; N-[1-(4-fluoro-benzoyl)-2-methyl-6-nitro-1,2,3,4-tetrahydro-quinolin-4-yl]-N-phenyl-acetamide; pentanoic acid (1-benzoyl-6-bromo-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl)-phenyl-amide; N-(1-benzoyl-6-chloro-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl)-N-phenyl-acetamide; N-[6-chloro-1-(4-fluoro-benzoyl)-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl]-N-phenyl-

acetamide; N-[6-bromo-1-(4-fluoro-benzoyl)-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl]-N-phenyl-acetamide; N-(1-benzoyl-6-nitro-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl)-N-phenyl-acetamide; N-(1-benzoyl-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl)-N-phenyl-butyramide; or N-[1-(3-methoxy-benzoyl)-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl]-2,2-dimethyl-N-phenyl-propionamide.

26. (new) The compound of Claim 25 wherein:

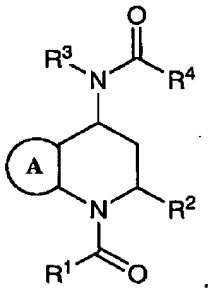
X is $-CHR^2-$;

R^2 is H, methyl or ethyl;

R^3 is an optionally substituted aromatic group; and

R^5 and R^6 are each H.

27. (new) The compound of Claim 26 wherein the compound is represented by the following structural formula:



28. (new) The compound of Claim 27 wherein R^1 is optionally substituted phenyl.

29. (new) The compound of claim 27, wherein R^4 is methyl, ethyl, propyl, *iso*-propyl, *n*-butyl, *sec*-butyl, *tert*-butyl, $-CH_2OCH_3$ or $-CH_2OCH_2CH_3$.

30. (new) The compound of claim 29 wherein:

R^3 is $[R^{11}]$-phenyl, where R^{11} is Br, Cl, $-CH_3$, $-N(R')_2$, $-NHC(O)OR'$, $-S(O)_2CH_3$, $-S(O)_2N(R')_2$ or $-(CH_2)_yC(O)N(R')_2$; and

R^4 is methyl, ethyl or $-CH_2OCH_3$.

31. (new) The compound of Claim 30 wherein R^{11} is one substituent at the para position.

32. (new) The compound of Claim 27 wherein:

R^1 is H or an optionally substituted, cycloalkyl group, aromatic group or non-aromatic heterocyclic group;

R^3 is phenyl or [R^{11}]-phenyl;

R^4 is H, -$CH_2C(O)R^{14}$, -CH_2R^{15}, -CH_2OR^{14} or an optionally substituted, C_1-C_3 alkyl group, cycloalkyl group, aromatic group or non-aromatic heterocyclic group;

R^{14} is H or an optionally substituted, alkyl group, aromatic group, cycloalkyl group or non-aromatic heterocyclic group; and

R^{15} is an optionally substituted, aromatic group, cycloalkyl group or non-aromatic heterocyclic group.

33. (new) The compound of Claim 27 wherein:

Ring A is phenyl or [R^{11}]-phenyl, where R^{11} is at the five, six, seven and/or eight position;

R^1 is R^{18};

R^4 is R^{18}, C_1-C_4 alkyl, -CH_2OH, -CH_2OCH_3, -$CH_2OCH_2CH_3$, -$CH_2CH_2OCH_3$ or -$CH_2CH_2OCH_2CH_3$; and

R^{18} is an optionally substituted, phenyl, pyridyl, furanyl, thiophenyl, isoxazolyl, imidazolyl, pyrazolyl, pyrrolyl, benzofuranyl, tetrazolyl, thiazolyl, benzyl, benzothiazolyl, benzoimidazolyl, benzotriazolyl, benzomorpholinyl, benzopyrazolyl, indolyl, -CH_2-(*N*-pyridyl), -CH_2-furanyl, -CH_2-thiophienyl, -CH_2-isoxazolyl, -CH_2-imidazolyl, -CH_2-pyrazolyl, -CH_2-pyrollyl, -CH_2-benzofuranyl, -CH_2-tetrazolyl, -CH_2-thiazolyl, -CH_2-tetrazolyl, -CH_2-benzothiazolyl, -CH_2-benzimidazolyl, -CH_2-O-phenyl, -$CH_2C(O)$-phenyl, naphthalimidyl, tetrahydrofuranyl, cyclohexyl, cyclopentyl or cyclopropyl group.

34. (new) The compound of Claim 33 wherein:

Ring A is phenyl or [R^{11}]-phenyl, where R^{11} is at the six and/or seven position;

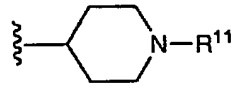
R^1 is phenyl, thiophenyl, furanyl, pyridyl, pyrmidinyl, oxazolyl, isoxazolyl, benzotriazolyl or benzomorpholinyl, each group being optionally substituted with R^{11};

R^3 is [R^{11}]-phenyl; and

R^4 is methyl, ethyl, propyl, *iso*-propyl, *n*-butyl, *sec*-butyl, *tert*-butyl, -CH_2OCH_3 or -$CH_2OCH_2CH_3$.

35. (new) The compound of Claim 27 wherein:

R^1 is thiophenyl, [R^{11}]-thiophenyl, isoxazolyl, [R^{11}]-isoxazolyl, pyridinyl, [R^{11}]-pyridinyl, benzotriazolyl, [R^{11}]-benzotriazolyl, benzomorpholinyl or [R^{11}]-benzomorpholinyl or R^1 is phenyl or [R^{11}]-phenyl, where R^{11} is halo, -OR^o, -$N(R')_2$, oxazolyl or



;

R^3 is $[R^{11}]$-phenyl, where R^{11} is Br, Cl, $-CH_3$, $-N(R')_2$, $-NHC(O)OR'$, $-S(O)_2CH_3$, $-S(O)_2N(R')_2$ or $-(CH_2)_yC(O)N(R')_2$; and

R^4 is methyl, ethyl or $-CH_2OCH_3$.

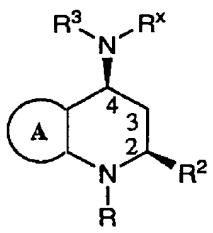
36. (new) The compound of Claim 35 wherein R^3 is $[R^{11}]$-phenyl, where R^{11} is one substituent at the para position.

37. (new) The compound of Claim 25 wherein:

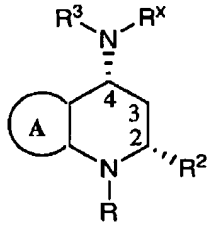
X is $-CHR^2$; and

R^2 and NR^xR^3 are in a *cis* configuration relative to one another.

38. (new) The compound of Claim 37 where the *cis* configuration is 2S,4R or 2R,4S:



(*2R, 4S*)



(*2S, 4R*)

39. (new) The compound of claim 25 which is represented by a structural formula selected from the group consisting of:

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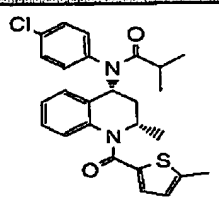	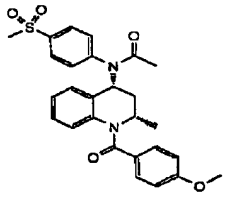
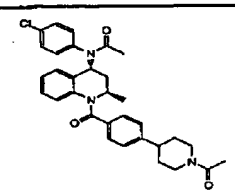	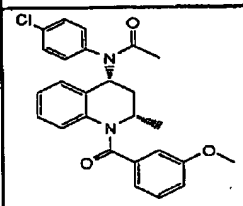
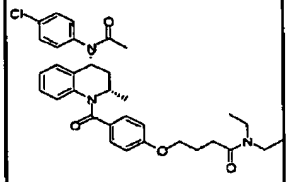	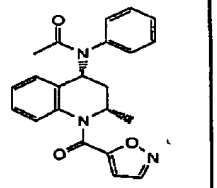
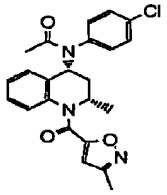	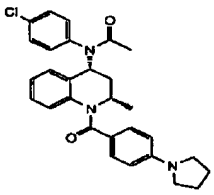
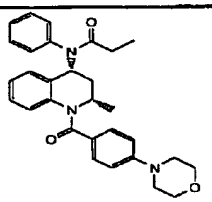	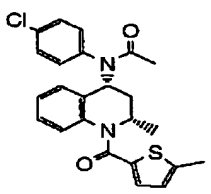
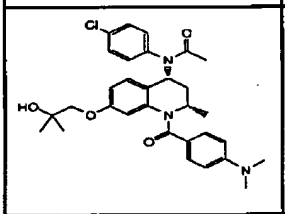	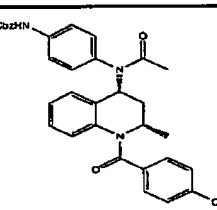
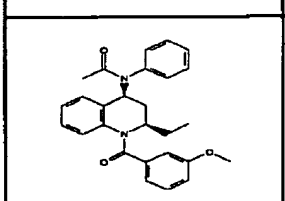	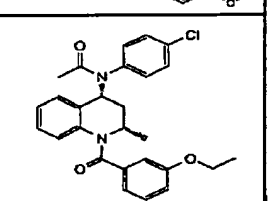
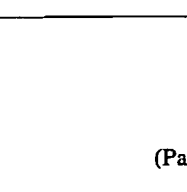	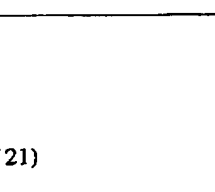

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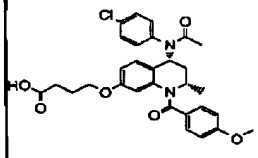	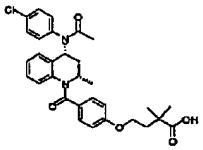
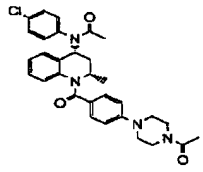	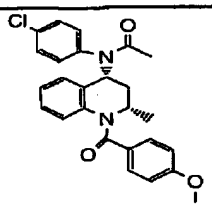
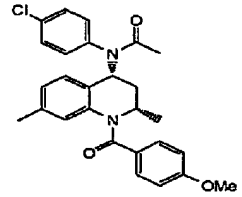	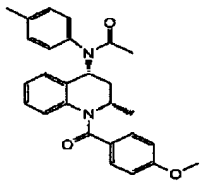
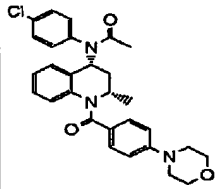	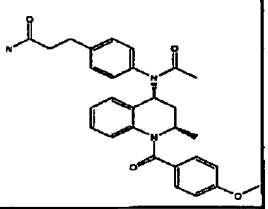
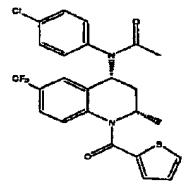	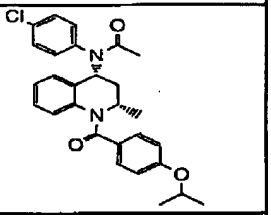
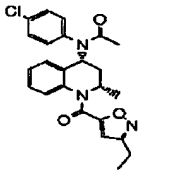	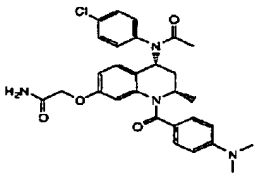
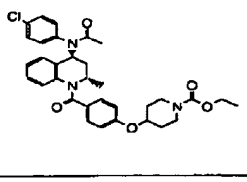	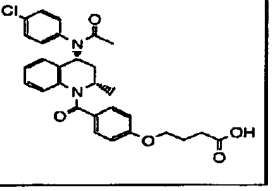

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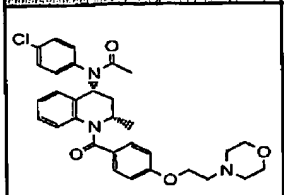	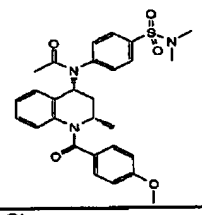
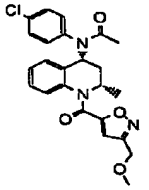	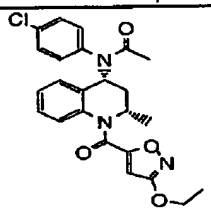
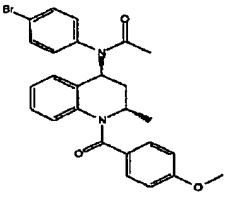	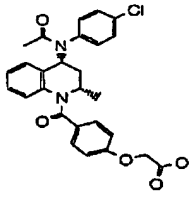
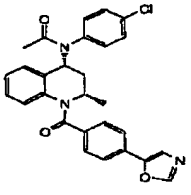	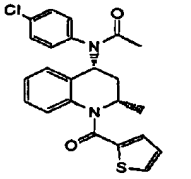
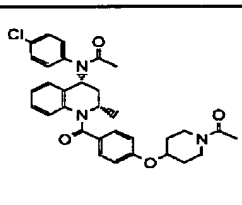	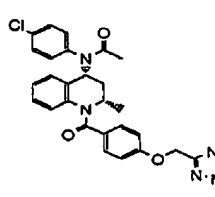
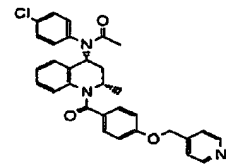	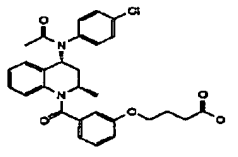

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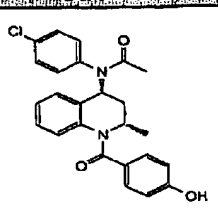
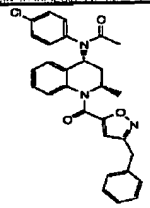
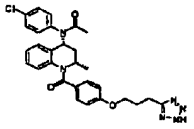
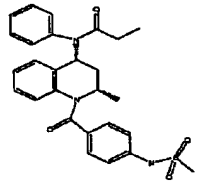
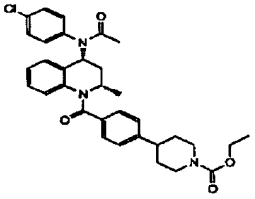
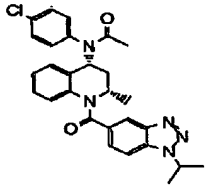
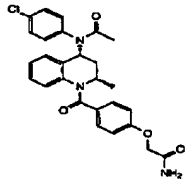
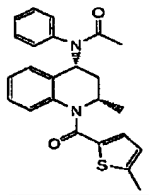
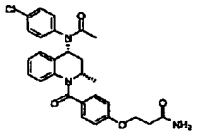
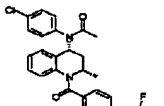
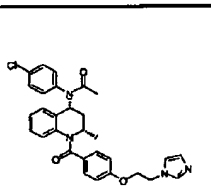
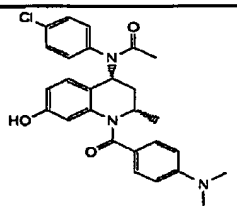
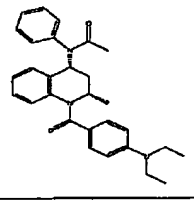
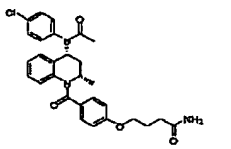
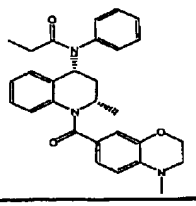
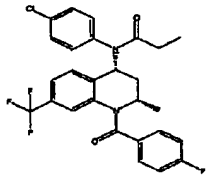
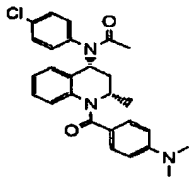
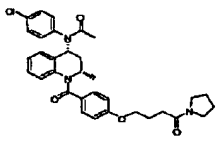
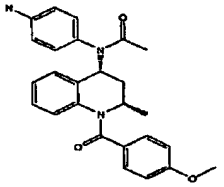
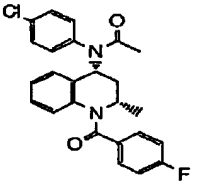
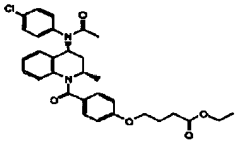
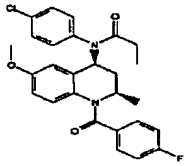
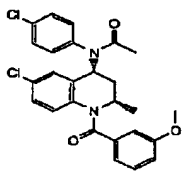
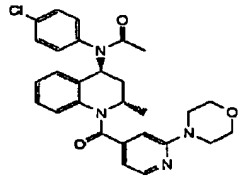
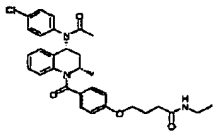
	
	
	
	
	
	
	

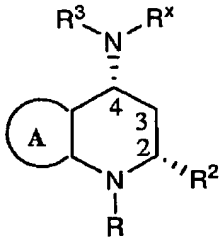
Structure	Structure
	
	
	
	
	
	

or a pharmaceutically acceptable salt thereof.

40. (new) The compound of claim 25 wherein:

X is -CHR^2; and

R^2 and NR^{x}R^3 are in a *cis* configuration relative to one another, wherein the *cis* configuration is 2S,4R:



(2*S*, 4*R*)

41. (new) The compound of Claim 40 wherein:
R is -C(O)R^1, wherein R^1 is optionally substituted phenyl;
R^2 is H, methyl, or ethyl;
R^3 is phenyl or [R^{11}]-phenyl;
R^x is -C(O)R^4; wherein R^4 is methyl, ethyl, propyl, *iso*-propyl, *n*-butyl, *sec*-butyl, *tert*-butyl, -CH_2OCH_3 or -$CH_2OCH_2CH_3$; and
Ring A is phenyl or [R^{11}]-phenyl, where R^{11} is at the six and/or seven position.

42. (new) The compound of claim 40 wherein:
R^3 is [R^{11}]-phenyl, where R^{11} is Br, Cl, -CH_3, -N(R')$_2$, -NHC(O)OR', -$S(O)_2CH_3$, -$S(O)_2N(R')_2$ or -$(CH_2)_yC(O)N(R')_2$; and
R^4 is methyl, ethyl or -CH_2OCH_3.

43. (new) The compound of Claim 42 wherein R^{11} is one substituent at the para position.

44 (new) A pharmaceutical composition comprising the compound of Claim 25 and a pharmaceutically acceptable diluent, excipient or carrier.